

CRAVATH, SWAINE & MOORE

ONE CHASE MANHATTAN PLAZA

NEW YORK, N. Y. 10005

212 HANOVER 2-3000

TELEX

RCA 233663

WUD 125547

WUI 62097

MAURICE T. MOORE
WILLIAM B. MARSHALL
RALPH L. MCAFEE
ROYALL VICTOR
HENRY W. DEKOSMIAN
ALLEN F. MAULSBY
STEWART R. BROSS, JR.
HENRY P. RIORDAN
JOHN R. HUPPER
SAMUEL C. BUTLER
WILLIAM J. SCHRENK, JR.
BENJAMIN F. CRANE
FRANCIS F. RANDOLPH, JR.
JOHN F. HUNT
GEORGE J. GILLESPIE, III
RICHARD S. SIMMONS
WAYNE E. CHAPMAN
THOMAS D. BARR
MELVIN L. BEDRICK
GEORGE T. LOWY
ROBERT ROSENMAN
JAMES H. DUFFY
ALAN J. HRUSKA
JOHN E. YOUNG

JAMES M. EDWARDS
DAVID G. ORMSBY
DAVID L. SCHWARTZ
RICHARD J. HIEGEL
FREDERICK A. O. SCHWARZ, JR.
CHRISTINE BESHAR
ROBERT S. RIFKIND
DAVID BOIES
DAVID O. BROWNWOOD
PAUL M. DODYK
RICHARD M. ALLEN
THOMAS R. BROME
ROBERT D. JOFFE
ROBERT F. MULLEN
ALLEN FINKELSON
RONALD S. ROLFE
JOSEPH R. SAHID
PAUL C. SAUNDERS
MARTIN L. SENZEL
DOUGLAS D. BROADWATER
ALAN C. STEPHENSON
RICHARD L. HOFFMAN
JOSEPH A. MULLINS
MAX R. SHULMAN

May 28
FEE OPERATION BR.

COUNSEL
CARLYLE E. MAW
ALBERT R. CONNELLY
FRANK H. DETWEILER
GEORGE G. TYLER

ROSWELL L. OILPATRIC
L. R. BRESLIN, JR.
GEORGE B. TURNER
JOHN H. MORSE
HAROLD R. MEDINA, JR.
CHARLES R. LINTON
ALLEN H. MERRILL

4, PLACE DE LA CONCORDE
75008 PARIS, FRANCE
TELEPHONE: 265-81-54
TELEX: 290530

33 THROMORTON STREET
LONDON, EC2N 2BR, ENGLAND
TELEPHONE 01-606-1421
TELEX: 6814901

CABLE ADDRESSES
CRAVATH, N. Y.
CRAVATH, PARIS
CRAVATH, LONDON E. C. 2

No.

Date MAY 28 1980

Fee \$ 10.00

ICC Washington, D. C.

May 27, 1980

Amendment Agreement Dated as of April 15, 1980
Amending Conditional Sale Agreement Filed under Recordation
No. 11775

Dear Madam:

Pursuant to 49 U.S.C. § 11303 and the Commission's rules and regulations thereunder, as amended, I enclose herewith on behalf of Consolidated Rail Corporation for filing and recordation counterparts of the following document:

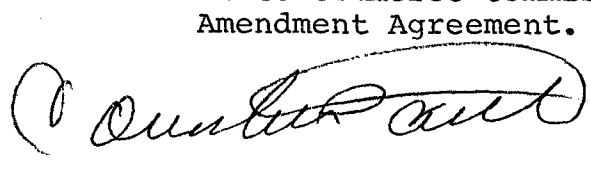
Amendment Agreement dated as of April 15, 1980, among The Connecticut Bank and Trust Company, as Trustee, Mercantile-Safe Deposit and Trust Company, as Agent, and Portec, Inc., as Builder.

The Amendment Agreement amends a Conditional Sale Agreement, dated as of April 15, 1980, previously filed and recorded with the Interstate Commerce Commission on May 12, 1980, at 10:25 a.m., Recordation Number 11775.

The Amendment Agreement amends the Conditional Sale Agreement to correct a typographical error in subparagraph (a) of the third paragraph of Article 4.

Please file and record the Amendment Agreement submitted with this letter and assign it Recordation Number 11775-D.

Enclosed is a check for \$10 payable to the Interstate Commerce Commission for the recordation fee for the Amendment Agreement.

has one so
 Gerard Johnson

Please stamp all counterparts of the enclosed document with your official recording stamp. You will wish to retain one copy of the instrument and this transmittal letter for your files. It is requested that the remaining counterparts of the documents be delivered to the bearer of this letter.

Very truly yours,

Roger D. Turner/CEW

Roger D. Turner
as Agent for Consolidated
Rail Corporation

Agatha L. Mergenovich,
Secretary,
Interstate Commerce Commission,
Washington, D. C. 20423

Encl.

Interstate Commerce Commission
Washington, D.C. 20423

5/28/80

OFFICE OF THE SECRETARY

Roger D. Turner
Cravath, Swaine & Moore
One Chase Manhattan Plaza
New York, N.Y. 10005

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 5/28/80 at 2:40pm, and assigned recordation number(s). 11775-D

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

no #8

11775-A
RECORDATION NO. 11775-A
FILED 1425

MAY 28 1980 10:40 PM

AMENDMENT AGREEMENT

INTERSTATE COMMERCE COMMISSION

AMENDMENT AGREEMENT dated as of April 15, 1980, among PORTEC, INC., a Delaware corporation (the "Builder"), THE CONNECTICUT BANK AND TRUST COMPANY, a Connecticut banking corporation, not in its individual capacity but solely as Trustee (the "Vendee"), under a Trust Agreement dated as of the date hereof with Cargill Leasing Corporation, and MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, as agent under a Participation Agreement dated as of the date hereof (the "Assignee").

WHEREAS the Builder and the Vendee are parties to a Conditional Sale Agreement dated as of April 15, 1980 (the "CSA"), which was filed and recorded with the Interstate Commerce Commission (the "ICC") pursuant to Section 11303 of the Interstate Commerce Act on May 12, 1980, at 10:25 a.m., recordation number 11775, and deposited in the Office of the Registrar General of Canada pursuant to Section 86 of the Railway Act of Canada on May 12, 1980, at 2:55 p.m.; and such CSA was assigned to the Assignee pursuant to an Agreement and Assignment dated as of April 15, 1980, between the Builder and the Assignee, which Agreement and Assignment was filed and recorded with the ICC pursuant to Section 11303 of the Interstate Commerce Act on May 12, 1980, at 10:25 a.m., recordation number 11775-A, and deposited in the Office of the Registrar General of Canada pursuant to Section 86 of the Railway Act of Canada on May 12, 1980, at 2:55 p.m.; and

WHEREAS the parties hereto desire to amend the CSA as herein provided;

NOW, THEREFORE, in consideration of the premises and of other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto hereby agree as follows:

1. Subparagraph (a) of the third paragraph of Article 4 of the CSA is hereby amended by deleting therefrom the percentage "34.467%" and inserting in lieu thereof the percentage "32.467%", such amendment to be effective as of

and from the effective date of the CSA.

2. Except as hereby amended, the CSA shall remain in full force and effect.

3. This Amendment Agreement may be executed in several counterparts, such counterparts together constituting but one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment Agreement to be executed as of the date first above written.

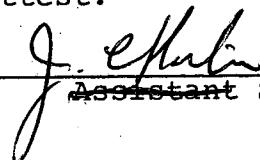
PORTEC, INC.

by


Vice President

[Corporate Seal]

Attest:


Assistant Secretary

THE CONNECTICUT BANK AND TRUST COMPANY, not individually but solely as Trustee,

by

Authorized Officer

[Corporate Seal]

Attest:

Authorized Officer

MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, as Agent,

by

Assistant Vice President

[Corporate Seal]

Attest:

Corporate Trust Officer

The undersigned hereby consent to the
above Amendment Agreement as of the
date first above written:

CONSOLIDATED RAIL CORPORATION,

by

Vice President and Treasurer

CARGILL LEASING CORPORATION,

by

Vice President

STATE OF ILLINOIS,)
) ss.:
 COUNTY OF DUPAGE,)

On this 16th day of MAY 1980, before me personally appeared D.F. MORRIS, to me personally known, who, being by me duly sworn, says that he is a Vice President of PORTEC, INC., that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation, and that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.


 Notary Public

[Notarial Seal]

My Commission Expires MY COMMISSION EXPIRES SEPT. 10. 1981

STATE OF CONNECTICUT,)
) ss.:
 COUNTY OF HARTFORD,)

On this day of 1980, before me personally appeared , to me personally known, who, being by me duly sworn, says that he is an Authorized Officer of THE CONNECTICUT BANK AND TRUST COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation, and that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Trustees, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

 Notary Public

[Notarial Seal]

My Commission Expires

STATE OF MARYLAND,)
) SS.:
CITY OF BALTIMORE,)

On this day of 1980, before me personally appeared , to me personally known, who, being by me duly sworn, says that he is an Assistant Vice President of MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation, and that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

Notary Public

[Notarial Seal]

My Commission expires:

AMENDMENT AGREEMENT

AMENDMENT AGREEMENT dated as of April 15, 1980, among PORTEC, INC., a Delaware corporation (the "Builder"), THE CONNECTICUT BANK AND TRUST COMPANY, a Connecticut banking corporation, not in its individual capacity but solely as Trustee (the "Vendee"), under a Trust Agreement dated as of the date hereof with Cargill Leasing Corporation, and MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, as agent under a Participation Agreement dated as of the date hereof (the "Assignee").

WHEREAS the Builder and the Vendee are parties to a Conditional Sale Agreement dated as of April 15, 1980 (the "CSA"), which was filed and recorded with the Interstate Commerce Commission (the "ICC") pursuant to Section 11303 of the Interstate Commerce Act on May 12, 1980, at 10:25 a.m., recordation number 11775, and deposited in the Office of the Registrar General of Canada pursuant to Section 86 of the Railway Act of Canada on May 12, 1980, at 2:55 p.m.; and such CSA was assigned to the Assignee pursuant to an Agreement and Assignment dated as of April 15, 1980, between the Builder and the Assignee, which Agreement and Assignment was filed and recorded with the ICC pursuant to Section 11303 of the Interstate Commerce Act on May 12, 1980, at 10:25 a.m., recordation number 11775-A, and deposited in the Office of the Registrar General of Canada pursuant to Section 86 of the Railway Act of Canada on May 12, 1980, at 2:55 p.m.; and

WHEREAS the parties hereto desire to amend the CSA as herein provided;

NOW, THEREFORE, in consideration of the premises and of other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto hereby agree as follows:

1. Subparagraph (a) of the third paragraph of Article 4 of the CSA is hereby amended by deleting therefrom the percentage "34.467%" and inserting in lieu thereof the percentage "32.467%", such amendment to be effective as of

and from the effective date of the CSA.

2. Except as hereby amended, the CSA shall remain in full force and effect.

3. This Amendment Agreement may be executed in several counterparts, such counterparts together constituting but one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment Agreement to be executed as of the date first above written.

PORTEC, INC.,

by

Vice President

[Corporate Seal]

Attest:

Assistant Secretary

THE CONNECTICUT BANK AND TRUST
COMPANY, not individually but
solely as Trustee,

by



Authorized Officer

[Corporate Seal]

Attest:



Authorized Officer

MERCANTILE-SAFE DEPOSIT AND
TRUST COMPANY, as Agent,

by

Assistant Vice President

[Corporate Seal]

Attest:

Corporate Trust Officer

The undersigned hereby consent to the
above Amendment Agreement as of the
date first above written:

CONSOLIDATED RAIL CORPORATION,

by

Vice President and Treasurer

CARGILL LEASING CORPORATION,

by

Vice President

STATE OF ILLINOIS,)
) ss.:
COUNTY OF DUPAGE,)

On this day of 1980, before me personally appeared , to me personally known, who, being by me duly sworn, says that he is a of PORTEC, INC., that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation, and that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

Notary Public

[Notarial Seal]

My Commission Expires

STATE OF CONNECTICUT,)
)
COUNTY OF HARTFORD,) ss.:

On this 23 day of May 1980, before me personally appeared **E. W. KAWAM**, to me personally known, who, being by me duly sworn, says that he is an Authorized Officer of THE CONNECTICUT BANK AND TRUST COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation, and that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Trustees, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

Notary Public

[Notarial Seal]

My Commission Expires

BARBARA S. KACICH
NOTARY PUBLIC
MY COMMISSION EXPIRES MARCH 31, 1982

STATE OF MARYLAND,) ss.:
CITY OF BALTIMORE,)

On this day of 1980, before me personally appeared , to me personally known, who, being by me duly sworn, says that he is an Assistant Vice President of MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation, and that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

Notary Public

[Notarial Seal]

My Commission expires:

AMENDMENT AGREEMENT

AMENDMENT AGREEMENT dated as of April 15, 1980, among PORTEC, INC., a Delaware corporation (the "Builder"), THE CONNECTICUT BANK AND TRUST COMPANY, a Connecticut banking corporation, not in its individual capacity but solely as Trustee (the "Vendee"), under a Trust Agreement dated as of the date hereof with Cargill Leasing Corporation, and MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, as agent under a Participation Agreement dated as of the date hereof (the "Assignee").

WHEREAS the Builder and the Vendee are parties to a Conditional Sale Agreement dated as of April 15, 1980 (the "CSA"), which was filed and recorded with the Interstate Commerce Commission (the "ICC") pursuant to Section 11303 of the Interstate Commerce Act on May 12, 1980, at 10:25 a.m., recordation number 11775, and deposited in the Office of the Registrar General of Canada pursuant to Section 86 of the Railway Act of Canada on May 12, 1980, at 2:55 p.m.; and such CSA was assigned to the Assignee pursuant to an Agreement and Assignment dated as of April 15, 1980, between the Builder and the Assignee, which Agreement and Assignment was filed and recorded with the ICC pursuant to Section 11303 of the Interstate Commerce Act on May 12, 1980, at 10:25 a.m., recordation number 11775-A, and deposited in the Office of the Registrar General of Canada pursuant to Section 86 of the Railway Act of Canada on May 12, 1980, at 2:55 p.m.; and

WHEREAS the parties hereto desire to amend the CSA as herein provided;

NOW, THEREFORE, in consideration of the premises and of other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto hereby agree as follows:

1. Subparagraph (a) of the third paragraph of Article 4 of the CSA is hereby amended by deleting therefrom the percentage "34.467%" and inserting in lieu thereof the percentage "32.467%", such amendment to be effective as of

and from the effective date of the CSA.

2. Except as hereby amended, the CSA shall remain in full force and effect.

3. This Amendment Agreement may be executed in several counterparts, such counterparts together constituting but one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment Agreement to be executed as of the date first above written.

PORTEC, INC.,

by

Vice President

[Corporate Seal]

Attest:

Assistant Secretary

THE CONNECTICUT BANK AND TRUST
COMPANY, not individually but
solely as Trustee,

by

Authorized Officer

[Corporate Seal]

Attest:

Authorized Officer

MERCANTILE-SAFE DEPOSIT AND
TRUST COMPANY, as Agent,


by



Assistant Vice President

[Corporate Seal]

Attest:



Corporate Trust Officer

The undersigned hereby consent to the
above Amendment Agreement as of the
date first above written:

CONSOLIDATED RAIL CORPORATION,

by

Vice President and Treasurer

CARGILL LEASING CORPORATION,

by

Vice President

STATE OF ILLINOIS,)
) ss.:
COUNTY OF DUPAGE,)

On this day of 1980, before me personally appeared , to me personally known, who, being by me duly sworn, says that he is a of PORTEC, INC., that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation, and that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

Notary Public

[Notarial Seal]

My Commission Expires

STATE OF CONNECTICUT,)
)
COUNTY OF HARTFORD,) ss.:

On this day of 1980, before me personally appeared , to me personally known, who, being by me duly sworn, says that he is an Authorized Officer of THE CONNECTICUT BANK AND TRUST COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation, and that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Trustees, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

Notary Public


[Notarial Seal]

My Commission Expires

STATE OF MARYLAND,)
) ss.:
CITY OF BALTIMORE,)

On this 16th day of May 1980, before me personally appeared R. E. Schreiber, to me personally known, who, being by me duly sworn, says that he is an Assistant Vice President of MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation, and that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

the execution of the foregoing instrument
and deed of said Corporation.


Notary Public

[Notarial Seal]

My Commission expires: 7-1-82

AMENDMENT AGREEMENT

AMENDMENT AGREEMENT dated as of April 15, 1980, among PORTEC, INC., a Delaware corporation (the "Builder"), THE CONNECTICUT BANK AND TRUST COMPANY, a Connecticut banking corporation, not in its individual capacity but solely as Trustee (the "Vendee"), under a Trust Agreement dated as of the date hereof with Cargill Leasing Corporation, and MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, as agent under a Participation Agreement dated as of the date hereof (the "Assignee").

WHEREAS the Builder and the Vendee are parties to a Conditional Sale Agreement dated as of April 15, 1980 (the "CSA"), which was filed and recorded with the Interstate Commerce Commission (the "ICC") pursuant to Section 11303 of the Interstate Commerce Act on May 12, 1980, at 10:25 a.m., recordation number 11775, and deposited in the Office of the Registrar General of Canada pursuant to Section 86 of the Railway Act of Canada on May 12, 1980, at 2:55 p.m.; and such CSA was assigned to the Assignee pursuant to an Agreement and Assignment dated as of April 15, 1980, between the Builder and the Assignee, which Agreement and Assignment was filed and recorded with the ICC pursuant to Section 11303 of the Interstate Commerce Act on May 12, 1980, at 10:25 a.m., recordation number 11775-A, and deposited in the Office of the Registrar General of Canada pursuant to Section 86 of the Railway Act of Canada on May 12, 1980, at 2:55 p.m.; and

WHEREAS the parties hereto desire to amend the CSA as herein provided;

NOW, THEREFORE, in consideration of the premises and of other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto hereby agree as follows:

1. Subparagraph (a) of the third paragraph of Article 4 of the CSA is hereby amended by deleting therefrom the percentage "34.467%" and inserting in lieu thereof the percentage "32.467%", such amendment to be effective as of

and from the effective date of the CSA.

2. Except as hereby amended, the CSA shall remain in full force and effect.

3. This Amendment Agreement may be executed in several counterparts, such counterparts together constituting but one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment Agreement to be executed as of the date first above written.

PORTEC, INC.,

by

Vice President

[Corporate Seal]

Attest:

Assistant Secretary

THE CONNECTICUT BANK AND TRUST
COMPANY, not individually but
solely as Trustee,

by

Authorized Officer

[Corporate Seal]

Attest:

Authorized Officer

MERCANTILE-SAFE DEPOSIT AND
TRUST COMPANY, as Agent,

by

Assistant Vice President

[Corporate Seal]

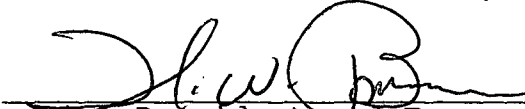
Attest:

Corporate Trust Officer

The undersigned hereby consent to the
above Amendment Agreement as of the
date first above written:

CONSOLIDATED RAIL CORPORATION,

by



Vice President and Treasurer

CARGILL LEASING CORPORATION,

by

Vice President

STATE OF ILLINOIS,)
) ss.:
COUNTY OF DUPAGE,)

On this day of 1980, before me personally appeared , to me personally known, who, being by me duly sworn, says that he is a of PORTEC, INC., that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation, and that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

Notary Public

[Notarial Seal]

My Commission Expires

STATE OF CONNECTICUT,)
) ss.:
COUNTY OF HARTFORD,)

On this day of 1980, before me personally appeared , to me personally known, who, being by me duly sworn, says that he is an Authorized Officer of THE CONNECTICUT BANK AND TRUST COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation, and that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Trustees, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

Notary Public

[Notarial Seal]

My Commission Expires

STATE OF MARYLAND,) ss.:
CITY OF BALTIMORE,)

On this day of 1980, before me personally appeared , to me personally known, who, being by me duly sworn, says that he is an Assistant Vice President of MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation, and that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

Notary Public

[Notarial Seal]

My Commission expires:

AMENDMENT AGREEMENT

AMENDMENT AGREEMENT dated as of April 15, 1980, among PORTEC, INC., a Delaware corporation (the "Builder"), THE CONNECTICUT BANK AND TRUST COMPANY, a Connecticut banking corporation, not in its individual capacity but solely as Trustee (the "Vendee"), under a Trust Agreement dated as of the date hereof with Cargill Leasing Corporation, and MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, as agent under a Participation Agreement dated as of the date hereof (the "Assignee").

WHEREAS the Builder and the Vendee are parties to a Conditional Sale Agreement dated as of April 15, 1980 (the "CSA"), which was filed and recorded with the Interstate Commerce Commission (the "ICC") pursuant to Section 11303 of the Interstate Commerce Act on May 12, 1980, at 10:25 a.m., recordation number 11775, and deposited in the Office of the Registrar General of Canada pursuant to Section 86 of the Railway Act of Canada on May 12, 1980, at 2:55 p.m.; and such CSA was assigned to the Assignee pursuant to an Agreement and Assignment dated as of April 15, 1980, between the Builder and the Assignee, which Agreement and Assignment was filed and recorded with the ICC pursuant to Section 11303 of the Interstate Commerce Act on May 12, 1980, at 10:25 a.m., recordation number 11775-A, and deposited in the Office of the Registrar General of Canada pursuant to Section 86 of the Railway Act of Canada on May 12, 1980, at 2:55 p.m.; and

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and from the effective date of the CSA.

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3. This Amendment Agreement may be executed in several counterparts, such counterparts together constituting but one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment Agreement to be executed as of the date first above written.

PORTEC, INC.,

by

Vice President

[Corporate Seal]

Attest:

Assistant Secretary

THE CONNECTICUT BANK AND TRUST
COMPANY, not individually but
solely as Trustee,

by

Authorized Officer

[Corporate Seal]

Attest:

Authorized Officer

MERCANTILE-SAFE DEPOSIT AND
TRUST COMPANY, as Agent,

by

Assistant Vice President

[Corporate Seal]

Attest:

Corporate Trust Officer

The undersigned hereby consent to the
above Amendment Agreement as of the
date first above written:

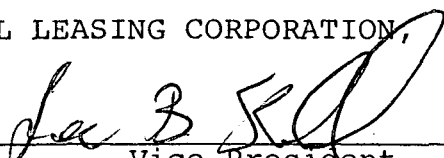
CONSOLIDATED RAIL CORPORATION,

by

Vice President and Treasurer

CARGILL LEASING CORPORATION,

by



Vice President

STATE OF ILLINOIS,)
) ss.:
COUNTY OF DUPAGE,)

On this day of 1980, before me personally appeared , to me personally known, who, being by me duly sworn, says that he is a of PORTEC, INC., that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation, and that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

Notary Public

[Notarial Seal]

My Commission Expires

STATE OF CONNECTICUT,)
)
COUNTY OF HARTFORD,) ss.:

On this day of 1980, before me personally appeared , to me personally known, who, being by me duly sworn, says that he is an Authorized Officer of THE CONNECTICUT BANK AND TRUST COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation, and that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Trustees, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

Notary Public

[Notarial Seal]

My Commission Expires

STATE OF MARYLAND,))
) ss.:
CITY OF BALTIMORE,)

On this day of 1980, before me personally appeared , to me personally known, who, being by me duly sworn, says that he is an Assistant Vice President of MERCANTILE-SAFE DEPOSIT AND TRUST COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said Corporation, and that said instrument was signed and sealed on behalf of said Corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said Corporation.

Notary Public

[Notarial Seal]

My Commission expires: